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21 Counsel for USACM Liquidating Trust

22 **UNITED STATES BANKRUPTCY COURT**
23 **DISTRICT OF NEVADA**

24 In re:

25 **USA COMMERCIAL MORTGAGE**
26 **COMPANY,**

27 Case No. BK-S-06-10725-LBR
28 Case No. BK-S-06-10726-LBR
29 Case No. BK-S-06-10727-LBR
30 Case No. BK-S-06-10728-LBR
31 Case No. BK-S-06-10729-LBR

32 **USA CAPITAL REALTY ADVISORS,**
33 **LLC,**

34 CHAPTER 11

35 **USA CAPITAL DIVERSIFIED TRUST**
36 **DEED FUND, LLC,**

37 Jointly Administered Under Case No.
38 BK-S-06-10725 LBR

39 **USA CAPITAL FIRST TRUST DEED**
40 **FUND, LLC,**

41 **VERIFIED PETITION FOR**
42 **PERMISSION TO PRACTICE IN**
43 **THIS CASE ONLY BY ATTORNEY**
44 **NOT ADMITTED TO THE BAR OF**
45 **THIS COURT**

46 **USA SECURITIES, LLC,** Debtors.

47 **[No hearing required]**

48 **Affects:**

49 All Debtors
50 USA Commercial Mortgage Company
51 USA Capital Realty Advisors, LLC
52 USA Capital Diversified Trust Deed Fund, LLC
53 USA Capital First Trust Deed Fund, LLC
54 USA Securities, LLC

55 Barbara Whiten Balliette, Petitioner, respectfully represents to the Court:

56 1. That Petitioner resides at Austin, Texas.
57 2. That Petitioner is an attorney at law and a member of the Austin office of the
58 law firm of Diamond McCarthy LLP, with offices at 6504 Bridgepoint Parkway, Suite
59 400, Austin, TX 78730, (512) 617-5200, 909 Fannin Street, Suite 1500, Houston, TX

1 (713) 333-5100; 1201 Elm Street, 34th Floor, Dallas, TX 75270, (214) 389-5300; and 620
 2 Eighth Avenue, 39th Floor, New York, NY 10018, (212) 430-5400.

3 3. That Petitioner has been retained personally or as a member of the law firm
 4 by the USACM Liquidating Trust ("USACM Trust") to serve as special litigation counsel
 5 to the USACM Trust.

6 4. That since November 1993, Petitioner has been and presently is a member in
 7 good standing of the bar of the highest court of the State of Texas, where the Petitioner
 8 regularly practices law.

9 5. That Petitioner was admitted to practice before the following United States
 10 District Courts, United States Circuit Courts of Appeal, the Supreme Court of the United
 11 States and Courts of other States on the dates indicated for each, and that Petitioner is
 12 presently a member in good standing of the bars of said Courts.

<u>Court</u>	<u>Date Admitted</u>
Fifth Circuit Court of Appeals	1998
Western District of Texas	1997
Southern District of Texas	1997
Northern District of Texas	1994

21 6. That there are or have been no disciplinary proceedings instituted against
 22 petitioner, nor any suspension of any license, certificate or privilege to appear before any
 23 judicial, regulatory or administrative body, or any resignation or termination in order to
 24 avoid disciplinary or disbarment proceedings, except as described in detail below: None.

25 7. That Petitioner has never been denied admission to the State Bar of Nevada.

1 8. That Petitioner is a member of good standing in the following Bar
 2 Associations: State Bar of Texas; Fifth Circuit Bar Association.

3 9. Petitioner has never filed application to appear as counsel in this Court. The
 4 following present and former members of Petitioner's firm with which Petitioner is
 5 associated have filed applications to appear as counsel under Local Rule IA 10-2 during
 6 the past three (3) years:

<u>Date of Application</u>	<u>Cause</u>	<u>Title of Court Administrative Body or Arbitrator</u>	<u>Was Application Granted or Denied</u>
Andrea L. Kim Houston Office (10/17/08)	Thomas A. Hantges (BK-S-07-13163- LBR)	USBC	Granted (12/04/08)
Jon Maxwell Beatty Houston Office (01/28/08)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (01/29/08)
Lisa Tsai Austin Office (01/08/08)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (01/16/08)
William T. Reid, IV Austin Office (08/06/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (08/15/07)
Stephen T. Loden Houston Office (06/08/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (06/14/07)
Allan B. Diamond Houston Office (02/01/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (02/02/07)
Arley D. Finley, III ¹ Austin Office (02/01/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (02/02/07)
Eric D. Madden Dallas Office (02/01/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (02/02/07)

1 Arley D. Finley, III resigned his role as a practicing attorney with Diamond McCarthy effective August 31, 2007.

1	Erin E. Jones ² Houston Office (02/01/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (02/02/07)
2	Michael Yoder Houston Office (02/01/07)	USA Commercial Mortgage Company (BK-S-06-10725- LBR)	USBC	Granted (02/02/07)
3	Eric D. Madden Dallas Office (12/06/05)	Provincial Govt. of Marinduque v. Placer Dome, Inc. (CV-S-05-1299)	USDC	Granted (12/29/05)
4	James D. McCarthy Dallas Office (12/06/05)	Provincial Govt. of Marinduque v. Placer Dome, Inc. (CV-S-05-1299)	USDC	Granted (12/21/05)
5	Allan B. Diamond Houston Office (12/06/05)	Provincial Govt. of Marinduque v. Placer Dome, Inc. (CV-S-05-1299)	USDC	Granted (12/21/05)
6	Walter J. Scott Dallas Office (12/06/05)	Provincial Govt. of Marinduque v. Placer Dome, Inc. (CV-S-05-1299)	USDC	Granted (01/11/06)

10. Petitioner consents to the jurisdiction of the courts and disciplinary boards of
 11 the State of Nevada with respect to the law of this state governing the conduct of attorneys
 12 to the same extent as a member of the State Bar of Nevada.

13. Petitioner agrees to comply with the standards of professional conduct
 14 required of the members of the bar of this court.

15. Petitioner has disclosed in writing to the client that the applicant is not
 16 admitted to practice in this jurisdiction and that the client has consented to such
 17 representation.

18. In light of the foregoing considerations, Petitioner respectfully prays that Petitioner
 19 be admitted to practice before this Court FOR THE PURPOSES OF THIS CASE ONLY.

20 DATED: 12-29-08



21 Barbara Whiten Balliette, Petitioner

22
 23 ² Erin E. Jones resigned her role as a practicing attorney with Diamond McCarthy effective October 1, 2008.

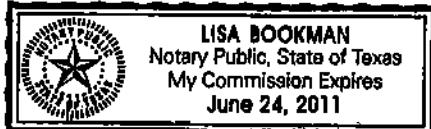
VERIFICATION

STATE OF TEXAS)

COUNTY OF AUSTIN)

Barbara Whiten Balliette, Petitioner, being first duly sworn, deposes and says:

That the foregoing statements are true.



Barbara Whiten Balliette, Petitioner

(SEAL)

Subscribed and sworn to before me this

29th day of December, 2008.

Lisa Book